

**OSTER**  
**Researching Services**

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May 21, 1999

RECORDATION NO 20369-J FILED

MAY 21 '99 8-30AM

Mr. Vernon Williams  
Secretary  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recording with the Surface Transportation Board is a Partial Termination of Lease dated 5/18/99 between Helm Financial Corporation and Union Pacific Railroad.

The Master Locomotive Lease Agreement dated 5/1/95 was assigned STB Recordation #20369 and Schedule No. 6 dated 11/8/96 was assigned STB Recordation #20369-E.

Please record this agreement as a secondary document to STB Recordation #20369. The filing fee of \$26 is enclosed.

Thank you for your assistance.

Sincerely,

*Mary A Oster*

Mary Ann Oster  
Research Consultant

Enclosure

*Mary A Oster*

20369-J

## PARTIAL TERMINATION OF LEASE

MAY 21 '99

8-30AM

THIS PARTIAL TERMINATION OF LEASE ("Partial Termination") is dated as of May 18, 1999, by HELM FINANCIAL CORPORATION, a California corporation ("Lessor").

1. Recitals.

a. Lessor entered into Schedule No. 6 dated as of November 8, 1996, as amended ("Schedule No. 6"), to the Master Locomotive Lease Agreement dated as of May 1, 1995 ("Master Lease") with Union Pacific Railroad Company, a Utah corporation ("Lessee"), with respect to the six (6) locomotives described in Exhibit A attached hereto ("Units"). The Master Lease and Schedule No. 6 are on file at the Surface Transportation Board of the Department of Transportation ("STB") under STB Recordation Nos. 20369 filed on November 19, 1996 at 10:55 am and 20369-E filed on October 28, 1997 at 10:28 am.

b. Lessor desires to execute this Partial Termination to evidence for the public record the termination of the Master Lease and Schedule No. 6 and of all the rights and obligations of Lessee with respect to the Units under the Master Lease and Schedule No. 6.

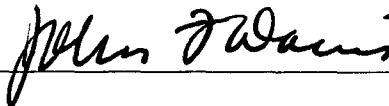
NOW, THEREFORE, in consideration of the premises, Lessee does hereby acknowledge and confirm:

1. Partial Termination of Lease. Lessee hereby declares for the public record that the Master Lease and Schedule No. 6 are formally fully terminated with respect to the Units and that all rights and obligations of the parties arising under the Master Lease and Schedule No. 6 with respect to the Units have forever ceased.

IN WITNESS WHEREOF, Lessor has executed this Partial Termination to be executed as of the date first above written.

HELM FINANCIAL CORPORATION

By: \_\_\_\_\_



Print Name: John F. Dains

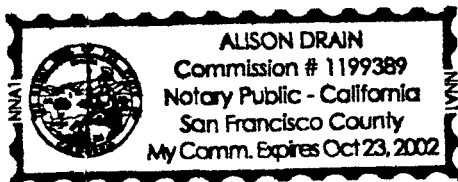
Its: Senior Vice President Finance  
and Chief Financial Officer

STATE OF CALIFORNIA                    )  
  ) S.S.  
COUNTY OF SAN FRANCISCO            )

On May 18<sup>th</sup>, 1999, before me, Alison Drain  
personally appeared John F. Dains, Senior Vice President and Chief  
Financial Officer of **HELM FINANCIAL CORPORATION**,

X personally known to me   -OR-

— proved to me on the basis of satisfactory evidence to be the person(s)  
whose name(s) is/are subscribed to the within instrument and  
acknowledged to me that he/she/they executed the same in his/her/their  
authorized capacity(ies), and that by his/her/their signature(s) on  
the instrument the person(s), or the entity upon behalf of which the  
person(s) acted, executed the instrument.



Witness my hand and official seal.

Alison Drain  
SIGNATURE OF THE NOTARY

## EXHIBIT A

To the Partial Termination of Lease dated as of May 18, 1999

### THE UNITS

#### Equipment Description:

Four (4), 2,000 horsepower, GP38AC locomotives built by EMD in 1971. Units are not equipped with dynamic brakes; and one (1) 2,000 horsepower, GP38 locomotive equipped with dynamic brakes built by EMD in 1967.

#### Reporting

<u>Mark &amp; Number:</u>	<u>Type:</u>
HLCX 3675	GP38-AC
HLCX 3678	GP38-AC
HLCX 3679	GP38-AC
HLCX 3681	GP38-AC

#### Equipment Description:

Two (2), 2,000 horsepower GP38 locomotives equipped with dynamic brakes built by EMD in 1967.

#### Reporting

<u>Mark &amp; Number:</u>	<u>Type:</u>
HLCX 3614	GP38
HLCX 3617	GP38